

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

INTEGRATED HEALTH SERVICES OF
CLIFF MANOR, INC., et al.,

Plaintiffs-Counterclaim Defendants,

V.

THCI COMPANY LLC,

Defendant-Counterclaimant.

Case No. 04-910

**AFFIDAVIT OF IGOR M. TSIBELMAN IN SUPPORT OF THCI COMPANY
LLC’S MOTION FOR PRELIMINARY INJUNCTION WITH REQUEST FOR
EXPEDITED CONSIDERATION AND HEARING**

IGOR M. TSIBELMAN, being duly sworn, deposes and says:

1. I am associated with Arent Fox, PLLC, counsel for THCI Company LLC (“Defendant”), defendant-counterclaimant herein. I submit this affidavit in support of the motion by Defendant-Counterclaimant THCI Company LLC for an order directing Plaintiffs-Counterclaim-Defendants Integrated Health Services of Cliff Manor, Inc. and eight other subsidiaries¹ (“Plaintiffs”) of IHS Long-Term Care, Inc. (“LTC”) to vacate nine nursing homes (“Facilities”) currently leased from defendant-counterclaimant THCI Company LLC (“Defendant”); and enjoining Plaintiffs from making any payments or distributions to LTC or any other related entities pending surrender of the Facilities and resolution of this case.

2. Annexed hereto as Exhibit 1 is a true and complete copy of the letter dated March 9, 2005 (“March 2005 Default Letter”) forwarded by Beth Green Kibel, Esq., counsel to THCI, to the Nine Subsidiaries, LTC, Abe Briarwood Corporation (“Briarwood”) and Tri-State Health Investors, LLC (“Tri-State”).

3. Annexed hereto as Exhibit 2 is a true and complete copy of the letter dated April 12, 2005 (“April 2005 Default Letter”) forwarded by Beth Green Kibel, Esq., to the Nine Subsidiaries, LTC, Briarwood and Tri-State.

4. Annexed hereto as Exhibit 3 is a true and complete copy of the letter dated May 6, 2005 (“May 2005 Default Letter”) by Beth Green Kibel, Esq., to Harry Grunstein, President of the Nine Subsidiaries, LTC, Briarwood and Tri-State.

5. Annexed hereto as Exhibit 4 is a true and complete copy of the letter dated June 3, 2005 (“June 2005 Default Letter”) by Beth Green Kibel, Esq., to Harry Grunstein, President of the Nine Subsidiaries, LTC, Briarwood and Tri-State.

6. Annexed hereto as Exhibit 5 is a true and complete copy of the letter dated July 6, 2005 (“July 2005 Letter”) forwarded by Michael S. Sherman, Esq., Vice-President and General Counsel of THCI to Harry Grunstein, President of the Nine Subsidiaries, LTC, Briarwood and Tri-State.

8. Annexed hereto as Exhibit 6 is a true and complete copy of the letter dated July 11, 2005 (“Termination Letter”) forwarded by Michael S. Sherman, Esq., Vice-President and General Counsel of THCI to Harry Grunstein, President of the Nine

¹ Integrated Health Services at Riverbend, Inc.; Integrated Health Services at Somerset Valley, Inc.; Alpine

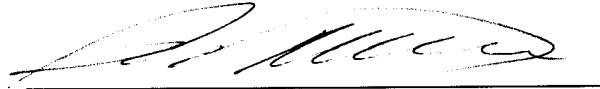
Subsidiaries, LTC, Briarwood and Tri-State.

9. Annexed hereto as Exhibit 7 is a true and complete copy of Facility Lease and Security Agreement (“Missouri Lease”) by and between Meditrust of Missouri, Inc. and Integrated Health Services of Cliff Manor, Inc.

10. Annexed hereto as Exhibit 8 is a true and complete copy of the letter dated May 27, 2005 (“Riverbend Letter”) forwarded by Integrated Health Services of Riverbend, Inc. to Linda S. Ross, Esq., counsel to THCI.

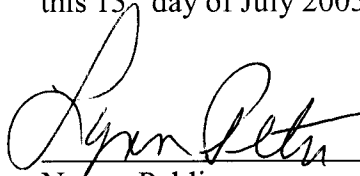
11. Annexed hereto as Exhibit 9 is a true and complete copy of Petition for Declaratory Judgment and Other Relief (“Missouri Complaint”) filed by Plaintiffs and LTC with the Circuit Court of the County of Platte of the State of Missouri on April 5, 2004.

Dated: July 13, 2005
New York, New York.



Igor M. Tsibelman

Sworn and subscribed to before me
this 13th day of July 2005



Notary Public

LYNN PETRI
NOTARY PUBLIC, State of New York
No. 24-4508608
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Nov. 30, 2005